

EXHIBIT A

**WRITTEN CONSENT OF THE
STOCKHOLDERS OF
ELECTRONIC DATA RESOURCES, INC.**

September 20, 2005

The undersigned, being holders of all of the shares of common stock of Electronic Data Resources, Inc., a Delaware corporation (the "Corporation"), acting pursuant to Section 228(a) of the Delaware General Corporation Law, do hereby take the following action and do hereby consent and agree to the adoption of the following resolutions, such action and resolutions to be considered for all purposes as if duly taken and adopted at a duly held special meeting of the stockholders of the Corporation.

WHEREAS, the Board of Directors of the Corporation has adopted resolutions authorizing the Corporation to enter into that certain Agreement and Plan of Merger (the "Merger Agreement") by and among the Corporation, Payment Alliance Holdings, LLC, a Delaware limited liability company, EDR Acquisition, Inc., a Delaware corporation, and, solely for purposes of certain sections of the Merger Agreement, the holders of the capital stock of the Corporation listed on the signature pages therein, whereby EDR Acquisition, Inc. shall be merged with and into the Corporation (the "Merger");

WHEREAS, the stockholders consider it to be in the best interests of the Corporation to enter into the Merger Agreement, whereby EDR Acquisition, Inc. will merge with and into the Corporation; and

WHEREAS, the stockholders desire to take any and all actions that may be necessary or appropriate to consummate such Merger.

NOW, THEREFORE, BE IT RESOLVED, that the stockholders of the Corporation hereby consent to, approve, ratify, confirm and authorize the Merger, the Merger Agreement and the other agreements contemplated therein, with such revisions in the terms and provisions thereof as the Board of Directors of the Corporation may, in their sole discretion, deem necessary or desirable and in the best interest of the Corporation, which form, as well as any and all transactions contemplated therein, is hereby authorized and approved in all respects and for all purposes;

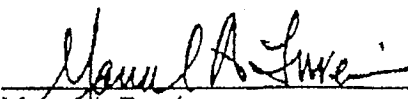
FURTHER RESOLVED, that by execution of this consent each stockholder irrevocably waives any right that he, she or it may otherwise have to challenge the consummation of the transactions contemplated by the Merger Agreement, and agrees to present his, her or its shares of the capital stock of the Corporation for cancellation as contemplated by the Merger Agreement, all in accordance with its terms, and irrevocably waives any claims against the

Corporation and any of its directors, affiliates or successors arising out of or related to the transactions contemplated by the Merger Agreement or that arose or may arise prior to the consummation of such transactions.

FURTHER RESOLVED, that the appropriate officers of the Corporation be, and each of them hereby is, authorized, empowered and directed for, on behalf of and in the name of the Corporation, to make, execute and deliver the Merger Agreement and the other agreements contemplated therein, with such revisions in the terms and provisions thereof as the Board of Directors of the Corporation may, in their sole discretion, deem necessary or desirable and in the best interest of the Corporation (the signatures of the appropriate officers being conclusive evidence that the Board of Directors of the Corporation did so deem any such changes to be necessary or desirable and in the best interests of the Corporation) and to make, execute and deliver any and all further agreements and documents and do and perform all additional acts which such officers deem necessary or appropriate to carry out the Merger and the intent of this resolution; and

FURTHER RESOLVED, that all previous action taken or agreements entered into by the directors, officers or representatives of the Corporation on behalf of the Corporation in negotiating or carrying out the Merger, the Merger Agreement and the other agreements contemplated therein into full force and effect are hereby ratified, confirmed, approved and adopted as duly authorized acts of the Corporation in all respects and for all purposes.

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.


Manuel A. Ferreira

DALLAS 1056927v1 67711-00001